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LAW OFFICES
ALVORD AND ALVORD

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ELLSWORTH C. ALVORD (1964)

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WASHINGTON, D.C.

20006-2973

February 4, 1985

14567

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INTERSTATE COMMERCE COMMISSION

FEB 4 1985 12 42 PM

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

5-035A022

FEB 4 1985

Fee \$ 20.00

Dear Mr. Bayne:

ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are four fully executed counterparts each of 1) Lease Agreement dated as of September 20, 1984, a primary document, and 2) Lease Assignment dated as of January 30, 1985, a secondary document.

A description of the railroad equipment covered by the enclosed documents is:

Up to eighty (80) open top gondola railcars bearing road numbers WVCX 2000 through WVCX 2079, both inclusive.

The names and addresses of the parties to the enclosed documents are:

Lessor/

Assignor: Greenbrier Leasing Corporation
P.O. Box 568
503 High Street
Oregon City, Oregon 97045

Lessee: Westvaco Corporation
299 Park Avenue
New York, New York 10171

Assignee: California Group Services
1717 North California Street
Walnut Creek, California 94596

The undersigned is agent for the Lessor/Assignor for the purpose of submitting the enclosed documents for filing and recordation.

C. T. Kappler

100 OFFICE OF THE SECRETARY
FEB 4 1985 11 03
RECEIVED

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
February 4, 1985
Page Two

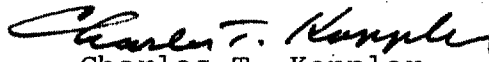
Kindly return three stamped copies each of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$20 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

A short summary of the enclosed primary and secondary documents to appear in the Commission's Index is, as follows:

Lease Agreement dated as of September 20, 1984 between Greenbrier Leasing Corporation, Lessor, and Westvaco Corporation, Lessee; and Lease Assignment dated as of January 30, 1985 from Greenbrier Leasing Corporation, Assignor, and California Group Services, Assignee, covering up to eighty (80) open top gondola railcars.

Very truly yours,


Charles T. Kappler

LEASE AGREEMENT

FEB 4 1985 12 43 PM

INTERSTATE COMMERCE COMMISSION

1. This Lease Agreement is made and entered into as of September 20, 1984, by and between Westvaco Corporation, a Delaware corporation, and Greenbrier Leasing Corporation, a Delaware corporation.

2. Greenbrier Leasing Corporation agrees to lease to Westvaco Corporation and Westvaco Corporation agrees to and does hereby lease from Greenbrier Leasing Corporation the following:

Up to 80 open top gondola railcars bearing road numbers WVCX 2000 - WVCX 2079, inclusive.

3. The terms and provisions of this Lease Agreement are more particularly set forth in a Railroad Equipment Lease of even date by and between Westvaco Corporation and Greenbrier Leasing Corporation.

IN WITNESS WHEREOF, the parties hereto have caused this Lease Agreement to be duly executed as of the date first above written.

GREENBRIER LEASING CORPORATION,
a Delaware Corporation

By Norris M. Webb
Its Vice President

WESTVACO CORPORATION
a Delaware Corporation

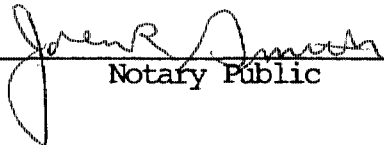
By B. D. Munn ✓
Its VICE President

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

SS:

On this 22nd day of October, 1984,
before me personally appeared B. D. Thomas,
to me personally known, who being by me duly sworn, acknowledged that he
is Vice President of WESTVACO CORPORATION, that the Lease Agreement
dated September 20, 1984, attached, was signed on behalf of said
corporation, and that the execution of the foregoing instrument was the
free act and deed of said corporation.

JOHN R. SMITH
NOTARY PUBLIC, State of New York
No. 31-4524118
Qualified in New York County
Commission Expires March 30, 1985


Notary Public

[NOTARIAL SEAL]

My commission expires:

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

SS:

On this 29th day of October, 1984,
before me personally appeared NORRIS M. WEBB,
to me personally known, who being by me duly sworn, acknowledged that he
is Vice President of GREENBRIER LEASING CORPORATION, that the
Lease Agreement dated September 20, 1984, attached, was signed on behalf
of said corporation, and that the execution of the foregoing instrument
was the free act and deed of said corporation.


Notary Public

[NOTARIAL SEAL]

My Commission expires: 6-8-85